

**EXHIBIT A**  
**ORRICK, HERRINGTON & SUTCLIFFE LLP**  
**INVOICES FOR THE TIME PERIOD**  
**NOVEMBER 1-30, 2008**



ORRICK, HERRINGTON & SUTCLIFFE LLP  
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David Austern, Futures Claims Representative for  
 W.R. Grace & Co.  
 c/o Claims Resolution Management Corp.  
 3110 Fairview Park Drive, Suite 200  
 Falls Church, VA 22042

December 22, 2008  
 Client No. 17367  
 Invoice No. 1165629

Orrick Contact: Roger Frankel

For Legal Services Rendered Through November 30, 2008 in Connection With:

**Matter: 2 - Case Administration**

11/13/08	D. Fullem	Prepare docket updates to main and adversary cases; circulate same to group and other interested parties.	0.50
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Total Hours	0.50	
Total For Services		\$122.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.50	245.00	122.50
Total All Timekeepers	0.50	\$245.00	\$122.50

Disbursements

Color Document Reproduction	15.60	
Express Delivery	23.63	
Outside Services	884.88	
Postage	0.42	
Secretarial/Staff Overtime	76.92	
Telephone	1.08	
Total Disbursements		\$1,002.53

<b>Total For This Matter</b>	<b>\$1,125.03</b>
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**Matter: 7 - Insurance Matters**

11/02/08	R. Wyron	Review outlines for demands.	0.30
11/03/08	P. Mahaley	Analyze and revise draft settlement demand letter (.4); draft memorandum summarizing settlement assumptions and allocations to prepare for development of going-forward settlement strategy (2.2).	2.60
11/03/08	R. Wyron	Review issues for call with R. Horkovich.	0.30
11/04/08	P. Mahaley	Draft memorandum to prepare for development of going-forward settlement strategy.	3.40
11/05/08	P. Mahaley	Confer with R. Wyron re open questions re history of insurance recovery (1.0); revise memorandum re strategy for insurance recovery accordingly (3.5).	4.50
11/05/08	R. Wyron	Confer with P. Mahaley on open issues and summary analysis, and follow-up (1.2); review Royal agreement and issues, and e-mails re same (1.3).	2.50
11/06/08	P. Mahaley	Review Royal Indemnity settlement agreement and related correspondence (1.5); confer with R. Horkovich, P. Lockwood and R. Wyron re response to counsel for Royal (.4).	1.90
11/06/08	R. Wyron	Continue review of insurance settlement demands (.4); call with B. Horkovich re insurance issues, and follow-up (1.1).	1.50
11/07/08	P. Mahaley	Review communications among R. Horkovich, J. Posner, L. Esayian and R. Wyron re developing response to insurer (1.3); analyze past settlement agreement provisions (.8); review draft plan documents (.1).	2.20
11/07/08	R. Wyron	Review Royal issues and follow-up (.6); call with R. Horkovich and L. Esayian regarding Royal and follow-up (.9); call with Royal's counsel and follow-up (1.1).	2.60
11/08/08	R. Wyron	Continue review of Royal issue and e-mails re same, and respond.	0.60
11/10/08	P. Mahaley	Analyze proposed changes to language of Disclosure Statement re insurance coverage issues.	0.20
11/10/08	R. Wyron	Review insurance language in plan and disclosure; follow-up e-mail re same.	0.80



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11/11/08	P. Mahaley	Prepare for and conduct telephone conference with R. Horkovich, along with R. Wyron, re preparation of settlement demands for various insurers (.7); analyze existing data re remaining insurance coverage for settlement demand purposes (.8); confer with R. Wyron re claims estimation methodology (.6); analyze correspondence re Libby vermiculite exposure (.4).	2.50
11/11/08	R. Wyron	Review demands analysis and follow-up (.8); conference with R. Horkovich regarding demands and Royal, and follow-up e-mails re same (1.1); review BNSF letter and follow-up with R. Horkovich (.2).	2.10
11/11/08	R. Frankel	Review with R. Wyron issues re demand letters, claims issues.	0.50
11/12/08	P. Mahaley	Analyze Exhibit 5 (.4); review final draft of settlement demand letter and discuss with R. Wyron (.3); analyze allocation assumptions (.4); analysis of current settlement status and remaining available coverage (.8).	1.90
11/12/08	R. Wyron	Call with R. Horkovich on settlement demands and follow-up e-mails (.8); conference call with P. Mahaley and follow-up (.4); review settlement e-mails and conference call with D. Austern (.4); call with L. Esayian and follow-up e-mails (.4).	2.00
11/12/08	R. Frankel	Review issues with R. Wyron re Royal, other carriers; notes re same.	0.60
11/13/08	P. Mahaley	Analyze remaining insurance policy limits.	6.50
11/13/08	R. Wyron	Review insurer objections and organize notes for hearing (.6); review settlement demands (.5).	1.10
11/13/08	M. Plumer	Review memorandum from P. Mahaley re current status of insurance negotiations.	0.70
11/14/08	P. Mahaley	Analyze status of past Grace settlements.	3.90
11/14/08	R. Wyron	Review strategy with Debtors and ACC and follow-up e-mail (.4); confer with insurers' counsel (.5).	0.90
11/16/08	R. Wyron	Review e-mails on discovery and respond (.4); review insurance issues to prepare for 11/18 discussion (.6).	1.00
11/17/08	P. Mahaley	Confer with R. Wyron and M. Plumer re insurance settlement demands (.7); analyze insurance settlement agreements (2.6).	3.30
11/17/08	R. Wyron	Organize notes for meeting on insurance issues (.6); meet with M. Plumer and P. Mahaley on insurance proposal and status (.8).	1.40
11/17/08	M. Plumer	Office conference with R. Wyron and P. Mahaley re discussion on underlying facts, as developed, and going forward strategy for monetizing insurance asset.	1.00



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11/18/08	K. Suomela	Office conference with P. Mahaley regarding development of costs and insurance allocations.	0.50
11/18/08	P. Mahaley	Analyze insurer objections and insurer-proposed revisions to Disclosure Statement (.5); telephone conference with R. Horkovich and L. Esayian and R. Wyron re insurer objections to Disclosure Statement and Exhibit 5 (.8); analyze insurer agreements re remaining coverage and prepare summary of same (5.7).	7.00
11/19/08	P. Mahaley	Plan analysis of insurer settlements (.8); analyze Seaton/Unigard objections to wording of Exhibit 5 to disclosure statement (1.8); respond to L. Esayian proposal for amendment of wording of Exhibit 5 to Disclosure Statement (.3); analyze insurer settlement agreements (4.1).	7.00
11/19/08	R. Wyron	Review e-mails on possible insurance settlements and follow-up with P. Mahaley (.7); continue review of insurance analysis (.8).	1.50
11/20/08	P. Mahaley	Review insurer settlement demands (1.6); review and revise Exhibit 5 to Disclosure Statement (2.1); review settlement agreements (.9).	4.60
11/20/08	R. Wyron	Work on Exhibit 5 issues raised by Seaton/One Beacon and follow-up e-mails re same (.8); calls with P. Mahaley on insurance issues and follow-up (.6).	1.40
11/21/08	P. Mahaley	Analyze scope of release and indemnity in insurer's settlement agreements (1.3); review insurer settlement agreements (2.3).	3.60
11/21/08	R. Wyron	Review e-mails on insurance status with various insurers and follow-up (.6); review Maryland Casualty issues and follow-up (.3).	0.90
11/22/08	K. Suomela	Review expert reports by M. Peterson and J. Biggs.	1.50
11/23/08	K. Suomela	Review expert reports by M. Peterson and J. Biggs.	1.50
11/24/08	P. Mahaley	Analyze insurer settlement demand.	0.40
11/25/08	K. Suomela	Office conference with P. Mahaley regarding expert reports.	1.00
11/25/08	P. Mahaley	Review expert analyses re pending and future asbestos PI claims values (1.8); confer with K. Suomela re appropriate present value analysis (.3); participate in telephone conference with R. Horkovich, P. Lockwood, R. Wyron and L. Esayian re proposed revisions to Exhibit 5 to Disclosure Statement (.7).	2.80
11/25/08	R. Wyron	Call with Debtors and ACC on Exhibit 5 and follow-up notes.	0.60
11/28/08	K. Suomela	Review expert report by J. Biggs.	1.20
11/30/08	K. Suomela	Review expert report by M. Peterson.	2.00
11/30/08	R. Wyron	Review e-mails regarding Seaton/Unigard objection to Exhibit 5 and scope of release.	0.30



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Total Hours	90.60	
Total For Services		\$54,849.00

<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Roger Frankel	1.10	875.00	962.50
Peri N. Mahaley	58.30	575.00	33,522.50
Mark J. Plumer	1.70	795.00	1,351.50
Kirt D. Suomela	7.70	275.00	2,117.50
Richard H. Wyron	21.80	775.00	16,895.00
<b>Total All Timekeepers</b>	<b>90.60</b>	<b>\$605.40</b>	<b>\$54,849.00</b>

Disbursements

Document Reproduction	16.70	
Telephone	3.15	
<b>Total Disbursements</b>		<b>\$19.85</b>

<b>Total For This Matter</b>	<b>\$54,868.85</b>
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**Matter: 8 - Litigation**

11/03/08	D. Felder	Review M. Peterson estimation expert report regarding various issues.	1.00
11/05/08	D. Felder	Review pleadings in preparation for November omnibus hearing.	1.50
11/06/08	R. Wyron	Review hearing agenda for November 13th and 14th, and calendar for November 24th hearing.	0.30
11/07/08	J. Guy	Telephone conference with ACC re confirmation hearing and discovery preparation.	0.50
11/07/08	J. Guy	Telephone conference with insurer and R. Wyron (separate - various occasions) re objections to disclosure statement and related concerns (.5); review insurer objections/reservations of rights (.5).	1.00
11/07/08	R. Wyron	Calls regarding document review and organization for discovery, and follow-up e-mails re same.	0.60
11/07/08	R. Frankel	Review agendas for November 13-14 hearings.	0.30
11/07/08	R. Frankel	Telephone conference with N. Finch, P. Lockwood, R. Wyron, J. Guy re Libby issues (.8); notes re same (.3).	1.10
11/07/08	R. Frankel	Review Summary Report of ATSDR of October 29, 2008.	1.30
11/07/08	R. Frankel	Review PD committee supplemental objection to disclosure.	0.40
11/08/08	R. Frankel	Review draft CMO from N. Finch re Grace confirmation trial (.3); edits re same (.5).	0.80
11/10/08	D. Fullem	Review e-mail from R. Frankel regarding 10-Q recently filed by Grace; research same.	0.30
11/10/08	J. Guy	Attention to discovery issues and CMO.	1.50
11/10/08	R. Frankel	Review PD FCR's objection to Disclosure Statement.	0.40
11/10/08	R. Frankel	Review supplemental objections to disclosure from Montana, Bank of America, Md. Casualty (1.3); prepare notes re disclosure (.3).	1.60
11/11/08	J. Guy	Attention to CMO issues.	0.40
11/11/08	J. Guy	Attention to potential plan discovery.	0.30
11/11/08	R. Frankel	Telephone conference re disclosure hearings (.4); review series of e-mails re disclosure (.4).	0.80



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11/12/08	J. Guy	Telephone conference to/from J. Baer and B. Harding re CMO (.2); conference with D. Felder re same (.2); review proposed CMO from ACC (.2); analyze CMO-related issues (.3); e-mail to plan proponents re CMO (.1); strategize re discovery and confirmation issues (.7).	1.70
11/12/08	R. Wyron	Review draft CMO and respond to e-mails re same.	0.60
11/13/08	J. Guy	Attention to insurer and claimant discovery issues.	0.50
11/13/08	R. Frankel	Review draft CMO for discovery, objections, confirmation hearing (.5); review e-mail discovery issues for D. Austern, draft from D. Felder (.4).	0.90
11/14/08	J. Guy	Attention to Grace plan, CMO and discovery issues.	1.20
11/17/08	D. Felder	Review recently filed pleadings for November and December omnibus hearings.	2.40
11/17/08	D. Felder	Attention to confidentiality issues regarding expert reports and conference with R. Wyron regarding same.	0.80
11/17/08	R. Wyron	Review confidentiality issues on Tillinghast reports and follow-up e-mails (.9); review e-mails from insurers and follow-up (.6).	1.50
11/18/08	D. Felder	Telephone conference with J. Radecki regarding Colowyo motion and update regarding same.	0.10
11/18/08	J. Guy	Analyze issues surrounding discovery of expert materials.	0.50
11/18/08	J. Guy	Review CMO and discovery-related materials and correspondence.	0.50
11/18/08	R. Wyron	Review CMO and organize comments (.6); review additional confidentiality issues re Tillinghast (.7).	1.30
11/19/08	D. Felder	Review motions and related pleadings regarding November and December omnibus hearings.	1.60
11/19/08	R. Wyron	Review CMO and proposed changes, and respond to e-mails re same.	0.60
11/19/08	R. Frankel	Review series of e-mails re CMO in connection with confirmation hearing.	0.60
11/20/08	D. Felder	Review motions and related pleadings for December omnibus hearing.	2.60
11/20/08	J. Guy	Attention to CMO, fact and expert discovery.	0.80
11/20/08	J. Guy	Telephone call with parties regarding proposed CMO.	0.50
11/20/08	J. Guy	Attention to CMO and expert discovery issues.	0.70
11/20/08	R. Wyron	Review e-mails re CMO and changed provisions, and respond to e-mails re same (.5); organize discovery issues outline (.4).	0.90
11/20/08	R. Frankel	Review revised draft CMO from insurers (.8); review draft revised CMO from Libby (.9).	1.70
11/20/08	R. Frankel	Review CMO chart from D. Felder, consider CMO, discovery issues (.7); series of e-mails re same (.4).	1.10





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11/21/08	J. Guy	Conference with D. Felder, R. Wyron and R. Frankel (separate and various occasions) regarding CMO and discovery issues.	1.70
11/21/08	J. Guy	Attention to CMO and discovery issues in connection with Plan.	0.80
11/21/08	J. Guy	Telephone call with Plan Proponents and others regarding CMO.	1.30
11/21/08	R. Wyron	Review CMO and follow-up with J. Guy.	0.30
11/21/08	R. Frankel	Confer with R. Wyron, J. Guy re CMO (.4); telephone conference with Debtors, et al. re CMO (1.0); notes re same (.1).	1.50
11/21/08	R. Frankel	Confer with J. Guy, R. Wyron, D. Felder re litigation strategy, staffing.	1.10
11/21/08	R. Frankel	Series of e-mails re Libby issues.	0.70
11/24/08	D. Felder	Telephonic participation in omnibus hearing (5.3); e-mail follow-up with Orrick team regarding same (.4).	5.70
11/24/08	J. Guy	Attention to CMO and related discovery issues.	0.90
11/24/08	R. Frankel	Review revised CMO in preparation for hearing (1.0); confer with D. Bernick, P. Lockwood, T. Freedman in preparation for hearing (1.6).	2.60
11/25/08	D. Felder	Review recently filed pleadings for December omnibus hearing.	1.80
11/26/08	R. Wyron	Begin review of discovery requests (.8); organize notes on estimation litigation discovery and follow-up (.9).	1.70
11/27/08	R. Frankel	Review Request for Admissions and Request for Production for Royal & Certain Objectors (1.0); prepare notes re discovery issues (.2).	1.20

Total Hours 58.50

Total For Services \$42,412.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	17.50	560.00	9,800.00
Roger Frankel	18.10	875.00	15,837.50
Debra O. Fullem	0.30	245.00	73.50
Jonathan P. Guy	14.80	720.00	10,656.00
Richard H. Wyron	7.80	775.00	6,045.00
<b>Total All Timekeepers</b>	<b>58.50</b>	<b>\$724.99</b>	<b>\$42,412.00</b>

Disbursements



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Document Reproduction	1.80	
Express Delivery	11.73	
Local Taxi Expense	48.96	
Outside Services	476.00	
Telephone	0.54	
Total Disbursements		\$539.03

<b>Total For This Matter</b>	<b>\$42,951.03</b>
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**Matter: 9 - Plan & Disclosure Statement**

11/02/08	R. Wyron	Organize agenda for meeting with D. Austern.	0.50
11/02/08	R. Frankel	Begin review of revised plan documents received from Kirkland.	1.40
11/03/08	K. Thomas	Prepare summary of status of BNSF and Montana matters (3.2); send same to R. Wyron and D. Felder for review (.1).	3.30
11/03/08	D. Felder	Review amended plan and disclosure statement insert from Kirkland (1.5); review memorandum regarding Libby issues (.2); conference with Orrick team and D. Austern regarding strategy and next steps (1.9).	3.60
11/03/08	M. Wallace	Review correspondence regarding debtors' revisions to disclosure.	0.10
11/03/08	M. Wallace	Review revised plan.	2.50
11/03/08	M. Wallace	Prepare for meeting with client regarding open plan issues.	0.50
11/03/08	M. Wallace	Discuss status of documents and filing schedule with R. Wyron.	0.10
11/03/08	M. Wallace	Meet with D. Austern and OHS team regarding recent events and next steps.	1.90
11/03/08	J. Guy	Attention to plan objections.	1.00
11/03/08	J. Guy	Meet with D. Austern and Orrick Grace team regarding plan confirmation, objections and potential discovery.	1.80
11/03/08	R. Wyron	Call to D. Cohn re 2019 (.2); prepare agenda for D. Austern meeting and follow-up (.3); review Disclosure Statement language on Libby issues and follow-up (.3); review plan and disclosure statement revision from the Debtors (2.9); meet with D. Austern and follow-up (1.6); confer with R. Frankel re strategy (.4).	5.70
11/03/08	R. Frankel	Review revised plan of reorganization from K&E (1.8); review Disclosure insert re indirect asbestos claims during travel to DC (.9).	2.70
11/03/08	R. Frankel	Review deal document open issues chart (1.0); prepare notes re same (.3).	1.30
11/03/08	R. Frankel	Review issues in preparation for meeting with D. Austern (.4); prepare agenda for meeting (.6); confer with R. Wyron in preparation for meeting (.4).	1.40
11/03/08	R. Frankel	Confer with D. Austern, R. Wyron, J. Guy, D. Felder, M. Wallace re plan, disclosure, confirmation issues (1.8); notes re same (.4).	2.20



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11/04/08	J. Burke	Research re exculpation clauses.	2.70
11/04/08	K. Thomas	Review comments from R. Wyron and incorporate same and update draft of memorandum re National Union (.2); conference with R. Wyron re same (.1); revise memorandum based on further comments and forward to J. Kimble (.2); review and respond to e-mail from D. Felder re National Union claim transfer (.2); conference with R. Wyron re same (.2).	0.90
11/04/08	D. Felder	Attention to litigation issues in preparation for confirmation (.5); telephone conference with R. Horkovitz, N. Finch, A. Running and Grace regarding cooperation agreement and documents available to the Asbestos PI Trust (.5); review plan and disclosure statement drafts from Kirkland (3.5); conference with R. Wyron and M. Wallace regarding same (1.1); review documents and follow-up regarding same (2.1); conference with J. Burke regarding research issues (.8).	8.50
11/04/08	Z. Finley	Conference with R. Frankel, R. Wyron and R. Smith regarding open issues in deferred payment documents.	1.00
11/04/08	M. Wallace	Meet with R. Wyron and D. Felder regarding plan comments and disclosure statement insert.	0.80
11/04/08	M. Wallace	Conference call with P. Lockwood regarding plan comments and disclosure statement insert.	0.70
11/04/08	M. Wallace	Review of plan revisions and prepare for internal discussion regarding same.	1.90
11/04/08	M. Wallace	Review correspondence regarding plan comments.	0.10
11/04/08	M. Wallace	Review revised disclosure statement.	1.50
11/04/08	J. Guy	Attention to plan objections.	0.50
11/04/08	R. Smith	Conference call with R. Frankel, R. Wyron and Z. Finley regarding open issues on transaction documents (1.0); prepare for same (.3); conference with Z. Finley regarding same (.2).	1.50
11/04/08	R. Wyron	Review open issues on deal documents (.6); call with R. Smith and Z. Finley on open issues, and follow-up notes (1.4); continue work on plan documents and language changes (2.7); meet with OHS team and follow-up (1.6).	6.30
11/04/08	R. Frankel	Review notices of non-voting class status, non-voting claim status.	0.70
11/04/08	R. Frankel	Review revised disclosure statement.	4.20
11/04/08	R. Frankel	Telephone conference with R. Smith, Z. Finley re deal document open issues (.8); prepare notes re same (.3).	1.10
11/05/08	J. Burke	Draft memorandum exculpation clauses (3.4); draft e-mail to D. Felder re same (.6).	4.00



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11/05/08	K. Thomas	Legal research re plan confirmation issues (.3); conference with R. Wyron re withdrawal of claims (.1); coordinate with D. Spicuzza re same (.1).	0.50
11/05/08	D. Felder	Attention to insurance neutrality issues (.3); review memorandum from J. Burke regarding exculpation issues and conference regarding same (.8); review revisions to same (.3); review revised disclosure statement from Kirkland and prepare comments to J. Baer and D. Boll regarding same (1.1).	2.50
11/05/08	Z. Finley	E-mail to G. Bolding regarding withholding tax provisions in deferred payment documents.	0.20
11/05/08	M. Wallace	Review disclosure statement.	0.80
11/05/08	M. Wallace	Review correspondence regarding risk factors for disclosure.	0.10
11/05/08	M. Wallace	Draft comments to A. McMillan regarding trust agreement.	0.10
11/05/08	J. Guy	Attention to plan objections.	0.40
11/05/08	J. Guy	Telephone call with insurer regarding plan objections.	0.20
11/05/08	J. Guy	Attention to insurer plan objections.	0.20
11/05/08	G. Bolding	Review revised deferred payment agreement (1.0); e-mail to Z. Finley regarding tax matters (.3).	1.30
11/05/08	R. Smith	Call with R. Wyron regarding open issues (.1); attention to e-mail messages (.1); call with R. Frankel (.1); review and revise issues chart (3.0).	3.30
11/05/08	R. Wyron	Continue review of plan and disclosure statement drafts and provide comments to Debtors (2.1); review issues chart on deal documents and provide comments re same (.8); call with R. Smith and follow-up (.4); call with P. Lockwood on comments to plan and follow-up (.6); review legal research on plan issues from J. Burke and follow-up (.4).	4.30
11/05/08	R. Frankel	Telephone conference with E. Inselbuch re payment percentage, plan issues (.9); review e-mail, attachment from A. McMillan (.3).	1.20
11/05/08	R. Frankel	Review Deferred Payment Agreement draft (.7); telephone conference with D. Austern, R. Wyron re open issues (.6).	1.30
11/05/08	R. Frankel	Telephone conferences with T. Freedman re plan documents.	0.40
11/05/08	R. Frankel	Review with R. Wyron issues re plan documents; notes re same.	0.50
11/05/08	R. Frankel	Review chart in preparation for meeting with T. Freedman (1.7); telephone conference with R. Smith re chart (.4).	2.10
11/06/08	J. Burke	Research plan confirmation issues.	1.40



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11/06/08	D. Felder	Review revised draft plan documents and blacklines regarding same (5.5); telephone conference with M. Hurford regarding disclosure statement hearing and update (.4); review memorandum from D. Cohn regarding disclosure statement issues (.1); review e-mail correspondence from R. Wyron and P. Lockwood regarding plan and disclosure statement issues (.5).	6.50
11/06/08	M. Wallace	Review and respond to correspondence regarding Edwards judgment.	0.10
11/06/08	M. Wallace	Review correspondence from Libby claimants regarding injunction issues.	0.30
11/06/08	M. Wallace	Review revised redline of plan changes from last reviewed draft.	0.30
11/06/08	M. Wallace	Review revised Plan.	1.20
11/06/08	J. Guy	Attention to specific insurer objections to plan.	0.70
11/06/08	J. Guy	Attention to plan objections.	0.80
11/06/08	R. Smith	Call with R. Frankel and R. Wyron (.2); review open issues (.2).	0.40
11/06/08	R. Wyron	Review new draft language and follow-up.	0.60
11/06/08	R. Frankel	Review revised chart from R. Smith re open issues with commercial documents in preparation for T. Freedman meeting.	2.20
11/06/08	R. Frankel	Confer with T. Freedman re open issues at K&E (2.2); telephone conference with R. Wyron, R. Smith re same (.4).	2.60
11/07/08	J. Burke	Research Plan confirmation issues (.4); e-mail to R. Wyron re same (.8).	1.20
11/07/08	K. Thomas	Legal research re confirmation issues (1.3); review cases re same (.8).	2.10
11/07/08	D. Felder	Review memorandum from K. Thomas regarding Alabama and Texas asbestos settlements (.1); telephone conference with Orrick and Caplin teams regarding Libby issues (1.0); telephone conference with T. Schiavoni regarding update (.1); telephone conference with J. Guy regarding same (.1); review proposed case management order for confirmation hearing (.2); telephone conference with Grace, Caplin and Kirkland regarding cooperation agreement and access to documents for Asbestos PI Trust (.8); review notes and prepare follow-up e-mail correspondence to R. Wyron regarding same (.2).	2.50
11/07/08	M. Wallace	Discuss status of filing/documents with D. Felder.	0.10
11/07/08	M. Wallace	Confirm status of documents and review of same for accuracy and completeness and correspond with R. Wyron regarding same.	1.20
11/07/08	M. Wallace	Review PD objection to disclosure statement timing.	0.20



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11/07/08	M. Wallace	Review correspondence regarding Scotts' comments to disclosure statement.	0.10
11/07/08	R. Wyron	Review materials on Libby issues (.4) call with ACC to begin planning for confirmation hearing, and follow-up (1.1); call with R. Frankel on open issues, strategy and follow-up (.3); begin review of plan language for the Debtors (.8).	2.60
11/07/08	R. Frankel	Prepare annotated chart based on meeting with T. Freedman, T. Christopher.	2.20
11/07/08	R. Frankel	Review D. Cohn memo re suggested changes to the injunction.	0.80
11/08/08	R. Wyron	Review last draft from Debtors of plan, disclosure statement, notices, trust agreement and TDP (4.1); review Scotts' comments for discussion with ACC counsel (.4); review Libby comments for discussion with ACC counsel (.6).	5.10
11/08/08	R. Frankel	Review proposed language from Scotts Company re disclosure and plan.	0.90
11/09/08	M. Wallace	Review correspondence regarding additional plan, disclosure issues and arranging conference call to discuss.	0.10
11/09/08	R. Wyron	Review e-mails from J. Baer on further plan changes and follow-up (.5); review comments on open issues on deal documents (.3); review analysis from J. Burke on release and exculpation issues (.4).	1.20
11/10/08	J. Burke	Research plan confirmation issues (3.8); draft sections of memorandum re same (2.6).	6.40
11/10/08	C. Clark	Conference with R. Wyron regarding insurance neutrality issues.	0.10
11/10/08	K. Thomas	Review case confirmation issues (1.0); conference with R. Wyron re same (.1); review e-mail from D. Felder re Bank of America supplemental objection and review same (.2).	1.30
11/10/08	D. Felder	Review e-mails and related attachments regarding plan and disclosure statement issues (.8); telephone conference with Orrick team and P. Lockwood regarding plan issues (1.0); review supplemental objections to disclosure statement (.7); conference with R. Frankel, R. Wyron and J. Guy regarding confirmation issues and follow-up regarding same (1.9).	4.40
11/10/08	M. Wallace	Meet with R. Wyron regarding open objections to disclosure and plan changes.	0.30
11/10/08	M. Wallace	Review, analyze and organize outstanding plan and disclosure statement objections/proposals.	2.20
11/10/08	M. Wallace	Conference call on Libby claimants' issues with the channeling injunction.	0.50



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11/10/08	R. Wyron	Multiple calls with P. Lockwood and OHS team on insurer objections, plan and disclosure statement language changes, Libby comments and overall status, and follow-up e-mails (2.3); OHS team status call and follow-up (.6).	2.90
11/10/08	R. Frankel	Review PD deferred payment documents, share issuance agreement.	1.60
11/10/08	R. Frankel	Telephone conference with D. Austern re status.	0.30
11/10/08	R. Frankel	Telephone conferences with D. Felder, R. Wyron re plan issues, PD FCR's objection.	0.70
11/10/08	R. Frankel	Telephone conference with P. Lockwood, R. Wyron re disclosure statement issues.	0.90
11/10/08	R. Frankel	Telephone conference with P. Lockwood, T. Freedman, J. Baer, R. Wyron re plan, disclosure hearing.	0.90
11/10/08	R. Frankel	Telephone conference with Grace internal team re preparation for disclosure hearing, plan and discovery issues.	0.80
11/11/08	J. Burke	Research confirmation issues (4.2); draft section of memorandum re same (1.5).	5.70
11/11/08	K. Thomas	Review case re unequal treatment.	0.10
11/11/08	D. Felder	Review M. Peterson report and e-mail to R. Wyron regarding same (.2); attention to confirmation research issues (2.1); review proposed confirmation CMO and related documents and follow-up e-mail to N. Finch and J. Guy regarding same (1.5); conference with J. Burke regarding confirmation issues and research (.5); conference with J. Guy regarding proposed CMO and related issues and follow-up regarding same (.7).	5.00
11/11/08	M. Wallace	Review correspondence regarding plan filing.	0.10
11/11/08	M. Wallace	Review correspondence regarding delay of hearing and opposition to same.	0.10
11/11/08	R. Wyron	Review plan language changes and follow-up e-mails on Royal (.6); work on open plan issues and respond to e-mails re same (1.8).	2.40
11/11/08	R. Frankel	Review draft deferred payment agreement, open issues during travel to DC.	1.30
11/11/08	R. Frankel	Review with R. Wyron issues in preparation for disclosure hearing (.4); notes re same (.2).	0.60
11/11/08	R. Frankel	Review revised plan and disclosure filed November 10.	2.20
11/12/08	J. Burke	Revise section of confirmation issues memorandum.	0.30
11/12/08	D. Felder	E-mail correspondence to and from J. Guy and N. Finch regarding proposed CMO (.4); conference with J. Guy regarding same (.5); conference with J. Burke regarding research issues and review issues regarding same (.8); attention to confirmation issues (3.2).	4.90





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11/12/08	M. Wallace	Review correspondence regarding Bank of America claims.	0.10
11/12/08	M. Wallace	Review correspondence regarding conference call to respond to Sealed Air comments.	0.10
11/12/08	R. Wyron	Review revisions to Plan language and follow-up e-mails re same (1.2); review Maryland Casualty, Montana and Scotts' language and revise notes (1.1); begin organizing materials for hearing (1.3); review SA comments on Trust Agreement and TDP, and call with A. McMillan re same (.8).	4.40
11/12/08	R. Frankel	Review A. Rich e-mail, Trust Agreement re FCR professionals (.6); confer with R. Wyron re same (.3).	0.90
11/12/08	R. Frankel	Confer with R. Wyron re plan, disclosure, insurance issues.	0.60
11/12/08	R. Frankel	Series of e-mails re open disclosure issues.	0.50
11/12/08	R. Frankel	Review, consider revised default language in Deferred Purchase Agreement (.9); telephone conference with R. Wyron re same (.3).	1.20
11/12/08	R. Frankel	Review revised Plan documents, objections.	1.80
11/13/08	J. Burke	Draft section of confirmation issues.	1.60
11/13/08	D. Felder	Review case law regarding confirmation issues and continue preparing and revising memorandum regarding same (4.2); review blacklines of draft plan and disclosure statement and e-mail correspondence from J. Baer regarding same (.4).	4.60
11/13/08	R. Smith	Call with R. Frankel regarding deferred payment agreement issues (.2); attention to e-mail messages (.1).	0.30
11/13/08	R. Wyron	Review plan issues and organize notes for hearing and negotiations (3.4); review plan issues with R. Frankel and P. Lockwood and follow-up (1.2); review e-mail on language changes for Debtors (.8).	5.40
11/13/08	R. Frankel	Review plan documents in preparation for hearing on disclosure during travel to Pittsburgh.	2.40
11/13/08	R. Frankel	Confer with R. Wyron in preparation for hearing (.4); confer with P. Lockwood, R. Wyron in preparation for hearing (1.0).	1.40
11/13/08	R. Frankel	Review proposed changes in plan and disclosure statement from Sealed Air (.9); telephone conference with R. Wyron re same (.4).	1.30
11/14/08	J. Burke	Case law and treatise research on confirmation issues (4.0); draft section of memorandum re same (1.9).	5.90
11/14/08	C. Clark	Research insurance neutrality issues.	0.20
11/14/08	K. Thomas	Draft summary of Libby issue (2.8); conference with D. Felder re conducting additional research into other classification issues (.1).	2.90



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11/14/08	D. Felder	Telephonic participation in disclosure statement hearing (2.2); attention to confirmation issues and conferences with J. Burke and K. Thomas regarding same (3.4); draft memorandum regarding same (1.4).	7.00
11/14/08	R. Wyron	Meet with Debtors and ACC on plan issues (1.6); follow-up discussion on language issues (.3); attend disclosure statement hearing (1.8); confer with D. Cohn and follow-up (.4); meet with Scotts' counsel on plan language issues (.8); confer with Debtors on plan changes and exhibits (.4); confer with P. Lockwood on plan issues and strategy, and follow-up (.6); review plan changes and follow-up e-mails (.8).	6.70
11/14/08	R. Frankel	Confer with T. Freedman, P. Lockwood, R. Wyron in preparation for hearing.	1.80
11/14/08	R. Frankel	Attend hearing on disclosure statement, meetings re same.	3.10
11/14/08	R. Frankel	Review file, prepare notes post-hearing re disclosure, plan issues.	1.60
11/16/08	R. Wyron	Review hearing notes (.6); prepare for Sealed Air call on 11/17 (.5).	1.10
11/17/08	D. Felder	Review e-mail correspondence regarding confirmation discovery issues.	0.50
11/17/08	Z. Finley	Draft form of assignment and assumption agreement for deferred payment agreement.	1.10
11/17/08	R. Wyron	Review Sealed Air comments and organize notes (.8); call with Sealed Air on Trust Agreement, TDP and plan comments and follow-up (1.2); organize objections and proposed language changes to respond (1.4).	3.40
11/17/08	R. Frankel	Series of e-mails with J. Radecki, R. Wyron re plan status (.4); telephone conference with D. Austern re same (.2).	0.60
11/18/08	K. Thomas	Review cases and summarize case law on unequal treatment issue for Libby Claimants and send same to D. Felder and R. Wyron.	3.70
11/18/08	D. Felder	Review amended disclosure statement from Debtors (6.2); conference with R. Wyron regarding same (.2); prepare mark-up regarding same (.4); attention to confidentiality issues regarding expert reports and conference with R. Wyron regarding same (.5).	7.30
11/18/08	Z. Finley	Revise form of assignment and assumption agreement for deferred payment agreement (.2); review plan and disclosure statement (.3).	0.50



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11/18/08	R. Wyron	Numerous calls with ACC counsel and Grace counsel on plan language, exhibit 5, disclosure statement issues and insurer objections and follow-up (1.7); review deal document issues (.6); call to J. Radecki re financial information and follow-up (.6); work on Sealed Air changes (.4); review insurer objections and organize issues list (1.1); review Scotts' issues and follow-up (.8).	5.20
11/18/08	R. Frankel	Review, edit draft confirmation memo from D. Felder, J. Burke (1.5); notes re open issues (.3).	1.80
11/18/08	R. Frankel	Review issues raised by J. Radecki; prepare notes re market issues.	0.80
11/19/08	D. Felder	Review draft amended plan and disclosure statement and provide comments to Debtors regarding same (1.0); conferences with R. Wyron regarding same (.2); review comments from Sealed Air to plan and disclosure statement (.2); conference with J. Burke regarding confirmation issues research (.2).	1.60
11/19/08	M. Wallace	Review correspondence regarding plan and procedures.	0.30
11/19/08	R. Smith	Exchange of messages with R. Wyron regarding internal meeting scheduling.	0.10
11/19/08	R. Wyron	Review Sealed Air comments and prepare for call (.4); call with Sealed Air on plan, trust agreement and TDP comments and follow-up notes (1.1); calls with ACC counsel re same (.6); continue review of suggested language changes to plan and disclosure statement and follow-up e-mails (2.2).	4.30
11/19/08	R. Frankel	Confer with R. Wyron re plan issues, hearing on 11/24.	0.50
11/19/08	R. Frankel	Review revised drafts of plan and disclosure statement from Kirkland.	2.30
11/20/08	D. Felder	Review proposed case management orders from Debtors, Libby and insurers and prepare summary chart regarding same (1.1); conference with R. Wyron regarding update (.1); telephone conference with plan proponents and others regarding case management order for confirmation hearing (1.5); follow-up e-mail correspondence with Orrick team regarding same (.5).	3.20
11/20/08	Z. Finley	Review draft Plan and Disclosure Statement.	0.50



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11/20/08	R. Wyron	Review e-mails and draft comments on plan and disclosure language and respond (1.9); call with T. Cobb on Scotts' language and e-mails re same (.4); follow-up on open items with L. Esayian and e-mails re same (.8); call with P. Lockwood on open issues and follow-up (.6); review further revised Disclosure Statement language and respond to e-mails re same (.8); review Sealed Air changes on Trust Agreement and organize issues list (.8); confer with M. Wallace and follow-up e-mails (.9); organize outline for meeting with D. Austern (.6).	6.80
11/20/08	R. Frankel	Telephone conference with R. Wyron re plan, related issues; notes re same.	0.50
11/21/08	J. Burke	Attend case status and strategy meeting with R. Frankel, R. Wyron, J. Guy and D. Felder.	1.30
11/21/08	D. Felder	Review revised proposed case management order regarding confirmation (.3); telephone conference with plan proponents and others regarding same and follow-up with Orrick team (1.4); telephone conference with M. Hurford regarding update (.1); conference with Orrick team regarding strategy and next steps regarding confirmation issues (1.8); follow-up regarding same (.9); conference with A. Thorp regarding discovery issues (.1); attention to confirmation memorandum and related issues and conference with J. Burke regarding same (.8).	5.40
11/21/08	Z. Finley	Review and comment on Plan and Disclosure Statement (2.9); internal e-mails regarding same (.3).	3.20
11/21/08	M. Wallace	Review correspondence regarding insurer exhibit to the Plan.	0.10
11/21/08	M. Wallace	Review correspondence regarding CMO and related comments.	0.20
11/21/08	R. Wyron	Review multiple e-mails on plan issues and disclosure statement language from Maryland Casualty, Seaton and Scotts, and organize issues (1.2); calls with L. Esayian, P. Lockwood, T. Freedman and J. Baer on plan and disclosure issues and follow-up (1.7); strategy conference with OHS team on plan, disclosure, insurance, litigation, TDP and confirmation issues (1.3).	4.20
11/21/08	R. Frankel	Review, comments to confirmation memo (.8); confer with D. Felder, J. Burke re same (.8).	1.60
11/22/08	R. Frankel	Review files, including early versions of plan documents.	1.20
11/22/08	R. Frankel	Review deal document chart re open issues.	0.90



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11/23/08	R. Wyron	Review revised draft Plan, Disclosure Statement and solicitation documents (2.1); review e-mails and objections from Seaton, Maryland Casualty, Libby and Scotts, and organize outline of open issues (2.6).	4.70
11/23/08	R. Frankel	Review revised plan and disclosure statement in preparation for hearing.	1.80
11/24/08	D. Felder	Review Debtors' revised case management order regarding confirmation hearing and e-mail correspondence regarding same.	0.40
11/24/08	M. Wallace	Review correspondence regarding CMO comments.	0.10
11/24/08	M. Wallace	Review Libby claimants' counsel's correspondence regarding plan documents.	0.10
11/24/08	M. Wallace	Review ZAI term sheet.	0.40
11/24/08	M. Wallace	Review correspondence regarding hearing results and confirmation/discovery schedule.	0.10
11/24/08	R. Wyron	Review e-mails on plan terms and changes (.2); review revised draft PI and PD deal documents (.6); review notes re objections for meeting with Debtors and ACC (.4); calls to J. Radecki and T. Schiavoni, and e-mails re same (.2); confer with ACC counsel re strategy and follow-up e-mails (.5); meet with Debtors' counsel regarding open plan issues and hearing strategy, and follow-up notes (1.4); attend omnibus hearing on disclosure issues (3.2); confer with insurers' counsel and Libby counsel, and follow-up (.6); confer with Debtors' counsel on open issues (.4); review deal issues for 11/25 meeting (.6).	8.10
11/24/08	R. Frankel	Review ZAI Term Sheet, revised TDP, issues re liquidated claims during travel to Pittsburgh (2.2); confer with P. Lockwood during travel (.7).	2.90
11/24/08	R. Frankel	Attend omnibus hearing, continued hearing on disclosure statement in Pittsburgh.	4.70
11/25/08	D. Felder	Telephone conference with J. Radecki and Orrick team regarding plan and financial issues (1.4); follow-up with R. Wyron regarding same (.2).	1.60
11/25/08	J. Guy	Attention to Plan confirmation issues.	0.80
11/25/08	R. Smith	Call with R. Frankel, R. Wyron and J. Radecki (.4); prepare for same (.5).	0.90



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11/25/08	R. Wyron	Review new deal provisions (.4); review Piper presentation (.6); call with J. Radecki, R. Smith, D. Felder and R. Frankel on Grace financials, plan issues, EBITDA test and follow-up e-mails (1.8); review e-mails on Sealed Air comments (.3); call with P. Lockwood on indemnity claims and other open plan issues and e-mail re same (.7); confer with R. Frankel (several times) on strategy and follow-up (.7); call with D. Austern on open issues (.5).	5.00
11/25/08	R. Frankel	Review revised plan documents from K&E (DPA, Guarantee, Reg. Rights).	2.20
11/25/08	R. Frankel	Review financial presentation from J. Radecki and Piper Jaffray.	1.10
11/25/08	R. Frankel	Telephone conference with J. Radecki, Piper Jaffray, R. Wyron, D. Felder re plan, feasibility issues.	1.20
11/25/08	R. Frankel	Telephone conference with D. Austern, R. Wyron re plan, confirmation issues (.4); confer with R. Wyron re plan, TDP issues (.4).	0.80
11/26/08	R. Smith	Exchange of e-mail messages with R. Frankel.	0.10
11/26/08	R. Wyron	Review notes and organize agenda for D. Austern meeting (.9); review revised deal documents from Kirkland (1.2).	2.10
11/26/08	R. Frankel	Review, consider open issues (.8); review early PD plan documents (.9).	1.70
11/28/08	R. Frankel	Review files, including prior drafts of plans.	1.30
11/30/08	R. Smith	E-mail to Z. Finley regarding deal documents.	0.10
11/30/08	R. Wyron	Review J. Biggs report and outline issues (1.1); review schedule and case calendar (.3); review analysis of pre-petition liquidated claims (.2).	1.60

Total Hours 333.00

Total For Services \$227,602.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grady M. Bolding	1.30	750.00	975.00
James W. Burke	30.50	285.00	8,692.50
Charity R. Clark	0.30	470.00	141.00
Debra Felder	69.50	560.00	38,920.00
Zachary S. Finley	6.50	570.00	3,705.00
Roger Frankel	83.00	875.00	72,625.00
Jonathan P. Guy	6.40	720.00	4,608.00
Richard V. Smith	6.70	775.00	5,192.50
Katherine S. Thomas	14.80	500.00	7,400.00
Mary A. Wallace	19.40	620.00	12,028.00
Richard H. Wyron	94.60	775.00	73,315.00



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<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Total All Timekeepers	333.00	\$683.49	\$227,602.00

Disbursements

Color Document Reproduction	0.40	
Document Reproduction	264.80	
Image Printing/Blowback	61.00	
Lexis Research	1,395.63	
Local Taxi Expense	319.15	
Out of Town Business Meals	549.26	
Outside Reproduction Services	3.30	
Outside Services	217.52	
Parking Expense	42.00	
Telephone	17.73	
Travel Expense, Air Fare	1,375.00	
Travel Expense, Local	5.62	
Travel Expense, Out of Town	4,666.32	
Westlaw Research	2,735.95	
Total Disbursements		\$11,653.68

<b>Total For This Matter</b>	<b>\$239,255.68</b>
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**Matter: 11 - Compensation of Professionals - Other**

11/04/08	D. Fullem	Prepare CNO for Piper's August monthly fee application; coordinate filing and service of same.	0.50
11/05/08	D. Fullem	Review D. Felder e-mail regarding status of filing and docket numbers for Piper and Tre Angeli CNOs on August fee applications.	0.20
11/06/08	D. Fullem	Review e-mail from D. Felder regarding status of CNOs for Tre Angeli and Tillinghast fee apps for August 2008 and procedure for monitoring objection deadlines (.1); research CNOs (.3); prepare e-mail to and review response from C. Hartman regarding CNOs sent for filing, status of same (.2); prepare e-mail to D. Felder and R. Wyron regarding status (.2); forward docket numbers for CNOs to D. Felder (.1).	0.90
11/06/08	D. Fullem	Prepare notices for filing of D. Austern's August and September 2008 fee applications (.4); coordinate signatures on same by D. Felder (.1); finalize pleadings for filing and service (.2); e-mail to C. Hartman for filing (.2); prepare e-mails for service copies (.1); coordinate with D. Spicuzza regarding service (.1).	1.10
11/06/08	D. Fullem	Review and respond to e-mails from C. LaRuffa regarding status of Tre Angeli's October 2008 fee application.	0.20
11/18/08	D. Fullem	Telephone call from J. Radecki regarding timing/filing of Tre Angeli October fee application.	0.10
11/18/08	D. Felder	Review CNOs for Tre Angeli and Tillinghast.	0.10
11/21/08	D. Fullem	Two phone calls from J. Radecki regarding status of timing and filing of Tre Angeli quarterly for Jul-Sep 08 period and October monthly.	0.20
11/24/08	D. Fullem	Review and respond to e-mail from C. LaRuffa regarding Tre Angeli quarterly for period July-Sept 08.	0.50
11/24/08	D. Felder	Review Piper Jaffray's notice of filing quarterly fee application and e-mail correspondence with D. Fullem regarding same.	0.10
11/25/08	D. Fullem	Prepare final versions of Piper Jaffray and Tre Angeli Jul-Sept 08 quarterly and October monthly.	2.00
11/25/08	D. Fullem	Prepare CNOs for D. Austern's August and September fee applications.	0.50

Total Hours

6.40





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Total For Services \$1,631.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	0.20	560.00	112.00
Debra O. Fullem	6.20	245.00	1,519.00
Total All Timekeepers	6.40	\$254.84	\$1,631.00

Disbursements		
Document Reproduction	26.40	
Express Delivery	270.04	
Outside Services	53.84	
Total Disbursements		\$350.28

**Total For This Matter \$1,981.28**



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For Legal Services Rendered Through November 30, 2008 in Connection With:

**Matter: 12 - Retention of Professionals - Orrick**

11/18/08	D. Fullem	Research information on conflict lists for disclosure (.3); review/respond to e-mails from R. Wyron (.2); review information disclosed in previous declarations in support of Orrick's application to employ (.2); update R. Wyron regarding information (.1).	0.80
11/24/08	D. Fullem	Review docket to confirm J. Guy admitted pro hac vice.	0.20
11/24/08	D. Fullem	Review and respond to e-mail from D. Felder regarding J. Guy admission pro hac vice.	0.20
		Total Hours	1.20
		Total For Services	\$294.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	1.20	245.00	294.00
Total All Timekeepers	1.20	\$245.00	\$294.00

Disbursements	20.88	
Outside Services		
Total Disbursements		\$20.88

**Total For This Matter** **\$314.88**



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**Matter: 13 - Compensation of Professionals - Orrick**

11/03/08	D. Fullem	Confer with R. Wyron regarding fee auditor's initial report for 29th interim period (.1); begin draft of response to initial report (.8); review of certain receipts on taxi charges from accounting (.3); confer with R. Wyron regarding same (.1); prepare e-mail to J. Cangialosi regarding additional detail, review his response to same, update R. Wyron (.3).	1.60
11/03/08	D. Fullem	Confer with D. Felder and R. Wyron regarding fee auditor's initial report for April-June 2008 time period.	0.20
11/03/08	D. Fullem	Review e-mail from R. Wyron regarding October 2008 fee application.	0.10
11/04/08	D. Fullem	Research interim compensation order; check timing for filing of monthly interim fee applications; e-mail to and discuss with R. Wyron; discuss timing with R. Wyron of filing of October 08 fee application.	0.80
11/04/08	D. Fullem	Confer with D. Felder regarding timing of filing October fee applications; prepare e-mails to and from C. Hartman to discuss timing and filing of October fee applications.	0.40
11/04/08	D. Fullem	Review administrative order on compensation and deadlines for filing monthly fee applications; forward same to D. Felder and R. Wyron with e-mail of dates/deadlines.	0.40
11/04/08	D. Fullem	Prepare CNO for Orrick's August monthly fee application; coordinate filing and service of same.	0.50
11/04/08	D. Fullem	Prepare e-mail to W. Sparks at Grace regarding copy of CNO on August fee application and payment due.	0.20
11/04/08	R. Wyron	Follow-up with Grace on fee issues and filing dates.	0.30
11/05/08	D. Felder	Review Orrick's October prebill.	1.30
11/06/08	D. Fullem	Review e-mails from R. Wyron and D. Felder, and prepare responses to same relating to process and timing of filing October 2008 fee application; e-mail to C. Hartman regarding process, timing, schedule of same.	0.80
11/06/08	D. Fullem	Review October prebill.	1.10
11/06/08	D. Fullem	Confer with D. Felder regarding filing of October 08 fee application.	0.20
11/06/08	D. Fullem	Prepare charts of taxi, meal, and air/travel expenses with additional detail as requested by fee auditor in initial report for the April-June 08 time period (1.8); prepare updates to draft reply letter to fee auditor regarding same (.5).	2.30



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11/07/08	D. Fullem	Review and respond to e-mail from J. Guy regarding July, August and September invoices; forward same to J. Guy.	0.30
11/07/08	D. Fullem	Prepare updates to Orrick reply to fee auditor letter regarding April-June 08 invoices (.8); review of receipts and other detailed backup (1.5); prepare charts (1.2); provide final draft of reply letter to D. Felder and R. Wyron for review/comment (.2).	3.70
11/07/08	D. Felder	Complete review of October prebill and conference with P. Reyes regarding same (.2); review response to Fee Auditor regarding Orrick's 29th interim fee application (.5).	0.70
11/07/08	R. Wyron	Review open issues on September pre-bill and e-mails re same.	0.30
11/08/08	R. Wyron	Review draft response to fee auditor's report and follow-up e-mails re same.	0.40
11/10/08	D. Fullem	Prepare various edits to reply letter to fee auditor initial report and charts supporting same; discuss with R. Wyron and D. Felder; finalize same for review.	2.50
11/10/08	D. Felder	Review revised letter to Fee Auditor regarding Orrick's 29th interim fee application and conferences with D. Fullem regarding same.	0.50
11/11/08	D. Fullem	Prepare final edits to charts to attach to reply letter to fee auditor final report on Apr-Jun 08 quarterly time period.	0.80
11/11/08	D. Fullem	Prepare revisions to Orrick's reply to fee auditor report; forward reply letter and charts along with e-mail to B. Ruhlander.	0.90
11/14/08	D. Fullem	Confer with P. Reyes regarding status of final October invoices.	0.10
11/14/08	D. Fullem	Prepare e-mail to D. Spicuzza regarding status of October invoices and timing of filing October fee application.	0.20
11/14/08	D. Fullem	Prepare e-mail to R. Wyron and D. Felder regarding status of October invoices and timing of filing of October monthly fee application next week.	0.10
11/18/08	D. Fullem	Prepare draft of Orrick quarterly for period July-September 2008.	1.10
11/19/08	D. Fullem	Continue preparation of quarterly for July-September 2008 time period.	1.00
11/20/08	D. Fullem	Review fee auditor final report as to Orrick's quarterly for the period April-June 2008; confer with R. Wyron and D. Felder regarding same.	0.50
11/20/08	D. Fullem	Continue preparation of quarterly for the period July-September 2008 and prepare for R. Wyron and D. Felder review and comment.	2.00
11/20/08	D. Felder	Review Fee Auditor's final report (.1); review and revise Orrick's 11th quarterly fee application (.7).	0.80



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11/20/08	R. Wyron	Review draft Quarterly Fee Application.	0.40
11/21/08	D. Fullem	Revise Orrick's quarterly for Jul-Sep 08 time period as per D. Felder's comments.	0.70
11/21/08	D. Fullem	Review draft Orrick October fee application; prepare edits; confer with D. Spicuzza regarding same.	0.60
11/21/08	D. Fullem	Prepare update to fee/expense spreadsheets.	0.20
11/24/08	D. Fullem	Review status of filings of Orrick's October monthly and quarterly for Jul-Sep 08.	0.20
11/24/08	D. Felder	Review and revise October fee application.	0.70
11/25/08	D. Fullem	Prepare final versions of Orrick's Jul-Sept 08 quarterly and October monthly.	1.20
11/25/08	D. Fullem	Update fee/expense spreadsheets.	0.50
11/25/08	D. Felder	Review Orrick's October fee application.	0.30
11/25/08	R. Wyron	Review revised fee application.	0.20
11/26/08	D. Fullem	Review and respond to e-mail from R. Wyron regarding status of October monthly and quarterly fee applications.	0.10
11/26/08	R. Wyron	Review Grace fee application status.	0.20

Total Hours 31.40

Total For Services \$10,001.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	4.30	560.00	2,408.00
Debra O. Fullem	25.30	245.00	6,198.50
Richard H. Wyron	1.80	775.00	1,395.00
Total All Timekeepers	31.40	\$318.52	\$10,001.50

Disbursements

Document Reproduction	595.40	
Express Delivery	42.72	
Outside Services	46.16	
Postage	298.54	
Total Disbursements		\$982.82

**Total For This Matter \$10,984.32**



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**Matter: 14 - Trust Distribution Procedures**

11/04/08	M. Wallace	Discuss Section 2.4 of Trust Agreement with R. Wyron.	0.20
11/04/08	M. Wallace	Correspond with ACC counsel regarding Section 2.4 of trust agreement and Section 5.6(a) of TDP.	0.20
11/04/08	R. Frankel	Telephone conference with E. Inselbuch re payment percentage (.4); series of e-mails re same (.3); telephone conference with D. Austern (.2); review issue with R. Wyron (.3).	1.20
11/05/08	M. Wallace	Review revised trust agreement.	0.90
11/05/08	M. Wallace	Draft e-mail with suggested language changes to amendment provision of trust agreement.	0.20
11/05/08	M. Wallace	Review and respond to various correspondence from R. Wyron regarding trust agreement and TDP.	0.20
11/05/08	M. Wallace	Review revised TDP.	1.30
11/05/08	M. Wallace	Draft list of issues and language changes for revised TDP.	0.40
11/05/08	M. Wallace	Draft comments to A. McMillan regarding TDP.	0.30
11/06/08	D. Felder	Review e-mail correspondence from M. Wallace and A. McMillan and draft TDP regarding same.	0.50
11/06/08	M. Wallace	Review correspondence regarding disclosure statement revisions to TDP description.	0.10
11/06/08	M. Wallace	Review revised trust agreement.	0.30
11/06/08	M. Wallace	Correspond with A. McMillan regarding revised trust agreement.	0.10
11/06/08	M. Wallace	Review and respond to correspondence as to open issues in TDP, including review of impacted provisions of TDP.	0.40
11/06/08	R. Wyron	Review TDP comments and follow-up (.3); call with ACC regarding liquidated claims issues and follow-up (.4).	0.70
11/06/08	R. Frankel	Review marked version of TDP from C&D (.8); review series of e-mails re same (.4).	1.20
11/07/08	D. Felder	Review e-mail correspondence from A. McMillan regarding TDP and Trust Agreement and attachments regarding same.	0.60
11/07/08	R. Wyron	Review e-mails on TDP issues and open language (.6); follow-up with R. Frankel and ACC (.3); finalize TDP comments (.2).	1.10
11/07/08	R. Frankel	Telephone conference with R. Wyron re final changes to TDP, open issues (.5); review revised TDP from McMillan (.8).	1.30



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11/08/08	R. Frankel	Review Tillinghast's Report re claims.	1.20
11/11/08	D. Felder	Review Sealed Air's comments to TDP and Trust Agreement.	0.20
11/11/08	M. Wallace	Review Sealed Air comments to revised trust agreement and TDP.	0.30
11/12/08	D. Felder	Conference with M. Wallace regarding Sealed Air's comments to TDP and Trust Agreement and review same.	0.50
11/12/08	M. Wallace	Discuss review of tax provisions in trust agreement with D. Felder.	0.10
11/12/08	M. Wallace	Conference call with A. McMillan regarding Sealed Air comments.	0.30
11/12/08	M. Wallace	Prepare for conference call with ACC regarding Sealed Air comments to trust agreement and TDP.	0.20
11/13/08	R. Frankel	Telephone conference with A. Rich re certain provisions in PI TDP (.4); review latest version of TDP (.4).	0.80
11/18/08	R. Wyron	Review Libby data and follow-up with Tillinghast.	0.80
11/19/08	M. Wallace	Review correspondence regarding Sealed Air response to Section 2.4 of trust agreement.	0.10
11/20/08	M. Wallace	Discuss results of conference call with ACC on trust agreement issues with R. Wyron.	0.10
11/20/08	M. Wallace	Research Sealed Air Settlement Agreement for consent rights with respect to the form of trust agreement.	0.30
11/20/08	M. Wallace	Draft e-mail describing Sealed Air consent rights on trust agreement.	0.10
11/20/08	M. Wallace	Research and respond to inquiry from P. Lockwood regarding scope of obligations of the ACC under the Sealed Air Settlement Agreement.	1.20
11/20/08	M. Wallace	Review Sealed Air comments to Section 2.4 of the Trust Agreement against Annex II and Sealed Air Settlement Agreement, respectively, for consistency and issues.	2.50
11/20/08	M. Wallace	Mark up Trust Agreement insert from Skadden to reflect comments and results of internal discussions of same.	0.60
11/20/08	M. Wallace	Discuss issues in Section 2.4 of the Trust Agreement with R. Wyron.	0.20
11/20/08	R. Wyron	Review proposed TDP changes and organize notes (.8); review redline of TDP and e-mails re same (.9); confer with A. McMillian and P. Lockwood on TDP issues and follow-up (.6); call to P. Lockwood on TDP changes (.3).	2.60
11/21/08	M. Wallace	Continue considering parity issues regarding suggested compliance language from Sealed Air for trust agreement.	0.50
11/21/08	M. Wallace	Review revised TDP and consider changes/impact.	0.30
11/21/08	M. Wallace	Review correspondence regarding issues in revised TDP.	0.10
11/21/08	M. Wallace	Review correspondence regarding additional changes and finalizing TDP.	0.20



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11/21/08	R. Wyron	Review and resolve TDP issues (.8); call with ACC re same (.3); call with J. Kimble on analysis (.6).	1.70
11/23/08	R. Wyron	Draft memo for D. Austern on TDP changes proposed by ACC.	0.60
11/24/08	M. Wallace	Review and respond to inquiries regarding Sealed Air Settlement Agreement requirements.	0.30
11/24/08	M. Wallace	Prepare comments for distribution to Skadden regarding trust agreement revisions requested by Sealed Air.	0.10
11/24/08	M. Wallace	Review revisions to the TDP requested by Sealed Air.	0.10
11/25/08	M. Wallace	Review correspondence regarding additional Sealed Air comments to TDP.	0.10
11/25/08	M. Wallace	Distribute comments to Skadden on Trust Agreement Section 2.4.	0.10
11/25/08	R. Wyron	Review Sealed Air comments on TDP and follow-up e-mails re same.	0.80
11/25/08	R. Frankel	Confer with R. Wyron re liquidated claims issues, TDP changes; notes re same.	0.50

Total Hours 28.70

Total For Services \$20,553.50

<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Debra Felder	1.80	560.00	1,008.00
Roger Frankel	6.20	875.00	5,425.00
Mary A. Wallace	12.40	620.00	7,688.00
Richard H. Wyron	8.30	775.00	6,432.50
<b>Total All Timekeepers</b>	<b>28.70</b>	<b>\$716.15</b>	<b>\$20,553.50</b>

**Total For This Matter**

**\$20,553.50**





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**Matter: 15 - Travel Time (Non-Working)**

11/03/08	R. Frankel	Travel to DC.	0.80
11/05/08	R. Frankel	Travel to NY.	1.80
11/11/08	R. Frankel	Travel to DC from NY.	1.80
11/13/08	R. Wyron	Travel to Pittsburgh for disclosure statement hearing.	3.00
11/13/08	R. Frankel	Travel to Pittsburgh.	1.60
11/14/08	R. Wyron	Return from disclosure statement hearing in Pittsburgh.	3.00
11/14/08	R. Frankel	Travel to DC.	2.40
11/24/08	R. Wyron	Travel to Pittsburgh (.6); return to DC (3.0).	3.60
11/24/08	R. Frankel	Travel to/from Pittsburgh.	2.70
		Total Hours	20.70
		Total For Services	\$8,576.25

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	11.10	437.50	4,856.25
Richard H. Wyron	9.60	387.50	3,720.00
Total All Timekeepers	20.70	\$414.31	\$8,576.25

**Total For This Matter** **\$8,576.25**

**\*\*\* COMBINED TOTALS \*\*\***

Total Hours	571.00	
Total Fees, all Matters		\$366,041.75
Total Disbursements, all Matters		\$14,569.07
Total Amount Due		\$380,610.82